

RECORDATION NO.

20245-I
FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OCT 27 '03

1-07 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 27, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Bill of Sale and Partial Release, dated August 8, 2003 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC 96-2) which was previously filed with the Board under Recordation Number 20245.

The names and addresses of the parties of the enclosed document are:

Owner Trustee/
Lessor:

Wells Fargo Bank Northwest N.A.
79 South Main Street 3rd Floor
Salt Lake City, UT 84111

Indenture
Trustee:

Bank One Trust Company, NA
One Bank Plaza
Suite 0126
Chicago, IL 60670

Mr. Vernon A. Williams
October 27, 2003
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A description of the railroad equipment covered by the enclosed document is:

2 Railcars GPLX 074555 and GPLX 074560

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-2) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GPLX 074555 and GPLX 074560 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 96-2) dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: August 8, 2003

Wells Fargo Bank Northwest, N.A.,
not in its individual capacity, but solely
as Owner Trustee

By: [Signature]
Title: Vice President

Bank One Trust Company, NA, as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-2) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GPLX 074555 and GPLX 074560 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

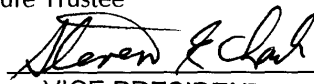
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Dated: August 8, 2003

Wells Fargo Bank Northwest, N.A.,
not in its individual capacity, but solely
as Owner Trustee

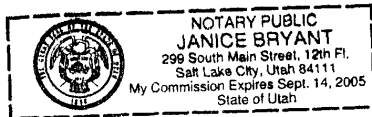
By: _____
Title: _____

Bank One Trust Company, NA, as
Indenture Trustee

By: 
Title: VICE PRESIDENT

State of)
) SS:
County of)

On the 14 day of October, 2003, before me personally appeared Janeen R. Higgs, to me known, who being by me duly sworn, say that (s)he is a Vice President of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Janice Bryant
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2003, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS:
County of)

On the ____ day of _____, 2003, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 20th day of August, 2003, before me personally appeared STEVEN E. CHARLES, to me known, who being by me duly sworn, says that ~~(s)he~~ is a VICE PRESIDENT of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheila Sheree Reaves
Notary Public

[Notarial Seal]

My commission expires:

